

ASTORIA CHAMBER OF COMMERCE

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ARTICLE 1

Name

The name of this corporation and by which it shall be known is the Astoria Chamber of Commerce.

ARTICLE 2

The duration of this corporation shall be perpetual.

ARTICLE 3

Purpose

The object of this corporation and its pursuits shall be to promote the development of the social, physical and mental capacities of its members, to advance the commercial, industrial and civic welfare of the City of Astoria, Port of Astoria and the State of Oregon, the Pacific Northwest and the United States.

ARTICLE 4

Authority

The authority, control and management over all the property and operations of the Chamber shall be vested in and be exercised by a Board of fifteen (15) Directors.

ARTICLE 5

Organization

Section 1.

For the purpose of systematizing the operation of the Chamber, it shall be divided into eighteen (18) departments, which departments shall be designated as follows:

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|----------------------------|--|
| 1. Hospitality | 10. Legislation |
| 2. Inter-Community | 11. Publicity and Conventions |
| 3. Industrial | 12. Military & Naval Affairs |
| 4. Transportation | 13. Taxation |
| 5. Membership | 14. Fish and Game |
| 6. Finance-Budget | 15. Lumber & Lumber products |
| 7. Inter-Club | 16. Public Relations |
| 8. Retail Merchants Bureau | 17. Membership Forums |
| 9. Agriculture | 18. Highway Activities & Tourist Travel. |

Section 2.

The Chairman of each of these departments or committees shall be appointed by the president with power to name his own committee, subject to the approval of the president and the Board of Directors. A member of the Board of Directors shall be assigned to each committee as director in charge. Every member shall be assigned to one committee but any member may be in charge of more than one committee.

Section 3.

Not less than ten days prior to the close of the fiscal year of the Chamber, each department shall prepare and deliver to the Managing Secretary of the Chamber a recommended budget showing in detail the several amounts they desire apportioned to them to carry on their proposed operations during the forthcoming year, which recommendation shall be submitted by the Managing Secretary to the incoming Budget Committee for consideration in preparation of the new budget.

Special committees may be appointed as necessity arises by President and a member of the Board shall be designated as director in charge of all special committees at the time of their appointment.

Section 4.

The Board of Directors may fill any vacancy in its Board by election by ballot of the Directors. Such Directors, so elected, shall serve the balance of the unexpired term.

ARTICLE 6

Officers

Section 1

The officers of the Chamber shall be a Board of Directors consisting of fifteen (15) members who will elect from their number a President, Vice President, Corporation Secretary and Treasurer.

Members of the Board of Directors shall be elected to serve a term of three (3) years and no member will be eligible for re-election until there has been a lapse of one year since he previously served on the Board.

Section 2.

The Chairman of the Retail Merchants Bureau shall automatically become a member of the Board of Directors if he has not been elected by ballot.

Section 3.

The Board of Directors through its President, shall submit at the annual meeting, a general report of the affairs and operations of the Chamber during the preceding year.

Section 4.

The Board of Directors, shall have general charge and direction of all affairs and operations of the Chamber, and the management and control of all its funds and property. It shall be its duty to carry out the purposes of the Chamber according to the articles of incorporation and the constitution.

Section 5.

The Board of Directors shall hold regular meetings, one each week, on Friday, time and place to be designated by the Board. A majority of the Board of Directors shall constitute a quorum.

Special meetings of the Board of Directors may be called at any time by the order of the President or by the Vice President, acting in his absence, and shall also be called at the request in writing of three members of the Board, the time, place and purpose of the said meeting to be designated at the call.

Section 6.

The Board of Directors shall have power and authority to make, alter, amend, and enforce rules regulating the use of the Chamber quarters and properties and to impose suitable penalties for the violation of such rules; it may also remit such penalties. It shall have power and authority to make, alter, amend and enforce rules for its own government, and shall have power to decide all questions not governed or determined by the constitution. *THESE BY-LAWS,*

Section 7.

The President, or in his absence, the Vice-President, shall preside at all meetings of the Chamber and Board of Directors. In the event of the absence of both, the Chamber or Board of Directors may elect its presiding officer for such meeting.

The Managing Secretary shall, with the President, Vice President or Treasurer, sign all vouchers on which funds of the Chamber are to be disbursed. President shall, with the Managing Secretary or Corporation Secretary, sign all deeds, mortgages, contracts and other instruments affecting the properties of the Chamber. Authority to sign such before mentioned instruments affecting the properties and operations of the Chamber, in the name of and for and on behalf of the Chamber, may also be delegated by resolution of the Board of Directors to some other suitable officer of the Chamber.

Section 8.

The Corporation Secretary shall keep a correct account of all the business transactions of the Chamber, shall collect the dues of the members, and all other monies coming to the Chamber, and shall pay the same over to the treasurer, taking his receipt therefor or the receipt of such depository as may be designated by the Board of Directors. He shall keep the records and conduct the general correspondence of the Chamber; he shall notify each person elected to membership of his election.

Section 8. (Cont'd.)

The Corporation Secretary shall perform such other duties as may be assigned to him by the Board of Directors.

During the periods that the Chamber employs a Managing Secretary, he shall perform the aforementioned duties assigned to the Corporation Secretary and it shall be the duty of the Corporation Secretary to check on the activities of the Managing Secretary when and if he sees fit.

Section 9.

The Treasurer shall, at his will and discretion, audit the books of the Corporation and shall with a board of two Chamber members make an annual audit at the end of each fiscal year and report the results of this audit to the Board of Directors in his annual report.

The officers and members of the Chamber, shall, if required to do so by the Board of Directors, give surety bonds for the faithful discharge of their duties in such sums as the Board from time to time may require and shall, at the expiration of their term of service, turn over to their successors, all monies, property, books and papers of the Chamber in their possession. All bonds shall be for the benefit of and payable to the Chamber. The Surety Company issuing such bonds shall be selected by the Board of Directors and the premium paid by the Chamber.

Section 10.

The Board of Directors shall have power to employ a Managing Secretary for the Chamber, his duties and operations shall be prescribed and directed by the Board and salary fixed by the Board. The Board shall have power and authority to delegate such duties to such Manager as it may deem advisable and may transfer any or all of the clerical work of the Secretary's office to the Managing Secretary should such move be deemed advisable. Power to employ the necessary assistants in the conduct of the Chamber may be delegated by the Board to such Managing Secretary, compensation of such employees to be fixed by the Board of Directors. The Managing Secretary so employed shall be subject to the authority and control of the Board of Directors, shall make a report to it at such time as it may require. He shall also perform any other duties assigned to him by the Board.

Section 11.

No officer of the Chamber, shall as such, receive any compensation for services rendered unless specifically ordered by the Board of Directors, and or, the Corporation Secretary when acting as Managing Secretary.

ARTICLE 7

Section 1

The fiscal year of the Chamber shall close on the 31st day of December of each year.

Section 2.

On or before the 25th day of December of each year, the Board shall cause a full list of names of the entire members to be presented and distributed to members of the Chamber through letter and this list shall constitute a ballot from which members of the Board to be elected for the following year shall be chosen. The ballot shall be conducted for five days immediately preceeding the date of the close of the fiscal year and from this list each member shall choose five and the five men receiving the highest number of votes from the entire membership shall be designated as the incoming directors. Each firm for voting purposes shall have only one representative listed on the ballot.

The annual meeting of the Astoria Chamber of Commerce shall be held on the 31st day of December each year at the hour set by the Board of Directors and when said day shall fall on Sunday or a legal holiday the meeting or act to be performed on that date shall be held or performed on the next succeeding business day. At said meeting the Board of Directors or officers designated by them shall open and count the ballots deposited by the members, and announce the result of the election, the ones receiving the majority vote shall be declared elected. Each active and life member in good standing shall have the right of casting one ballot for each director to be elected as prescribed in Article 8, Section 2. In case of ties winner will be determined by a drawing.

For the purpose of a proper supervision over the balloting, the Board of Directors shall cause a list to be made of all members entitled to vote and shall designate a proper officer or employee to be in attendance at said ballot box for the purpose of checking each member as he deposits his ballot. Ballots by mail shall be deemed legal ballots.

ARTICLE 7 (Cont'd.)

Section 2. (Cont'd.)

Five members shall be elected to the Board of Directors each year to serve for a term of three years as described in Article 6, Section 1. However, at the first election, fifteen (15) members are to be elected as members of the Board of Directors, five men being elected for a period of one year, five men being elected for a period of two years and five men being elected for a period of three years.

ARTICLE 8

Section 1.

Memberships in the Chamber may be either active or honorary.

Section 2.

Active members shall be business and professional men and others interested in the purposes for which the Chamber is incorporated. Only active members are entitled to vote and hold office in the Chamber.

Section 3.

Persons who have performed some service of distinction for the City, State or Nation, entitling them to special recognition, may have conferred upon them honorary memberships in the Chamber, upon receiving the unanimous vote of the Board of Directors; provided, however, that not more than five such memberships shall be conferred within any one year; and provided further, that the intention to submit a name for admission to honorary membership shall be announced by the Director proposing it at the last regular meeting of the Board prior to the date when the matter is to be acted upon. Notice of the time that such proposal is to be considered shall be sent to each member of the Board by the Corporation Secretary. Honorary members shall be entitled to all the privileges of the Chamber, except to vote and hold office, and shall be exempt from the payment of dues.

Section 4.

Each application for membership shall be signed by the applicant giving post-office address, which shall become his registered address, subject to change from time to time. Such applicant must be recommended by a member of the Chamber in good standing. All applications must be filed with the Corporation Secretary, and by him submitted to the Board of Directors. The Board may make such investigation, through committee or otherwise, as may be desirable before acting upon such application. Election to membership shall be by two-thirds affirmative vote of the members of the Board of Directors present.

Section 5.

Individuals, firms and corporations subscribing for more than one membership may designate an active representative for each membership so subscribed and such representative shall be entitled to all privileges of the Chamber with the exception that for voting purposes, each firm shall have only one representative listed on the ballot as prescribed in Article 7, Section 2. Each firm, partnership, corporation or organization subscribing for but one membership shall designate one representative to act for it and no other member of such firm, partnership, corporation or organization shall be entitled to the privileges of the Chamber.

Section 6.

Any member not in arrears for dues, and not indebted to the Chamber, may present his resignation in writing to the Board of Directors which resignation may be accepted and notice thereof given to said applicant by the Corporation Secretary.

Section 7.

Upon death, resignation or dismissal from the Chamber of any member, his membership and all rights acquired under same shall thereupon and thereby be terminated, and all the interest in the property of the Chamber of any person so ceasing to be a member shall revert to and be vested in the Chamber; provided, that where more than one membership has been subscribed and paid for by individuals, firms, partnerships, or corporations, who have died, resigned, or been dismissed from the Chamber or from the services of the subscribers, or for other reasons assigned by the subscribers, such memberships may be transferred to other representatives upon application in writing by the principals to the Board of Directors.

ARTICLE 9

Dues

Section 1.

The yearly dues for active members of the Chamber shall be twenty-four dollars (\$24.00) payable in advance annually, semi-annually, quarterly or monthly as the Board of Directors may by resolution order.

The Chamber may collect from any individual member or firm additional monies over the membership, to be termed Service Fund. The amount shall be based upon the benefits derived from the organization and the member's ability to pay.

Section 2.

Honorary members of the Chamber shall be exempt from payment of dues.

Section 3.

The yearly dues of each active member shall become payable on the first day of the month following his election to membership by the Board of Directors.

Section 4.

All members whose dues shall become three months in arrears shall be automatically suspended thereby. Report of such suspension shall be made to the Board of Directors by the Corporation Secretary, who shall also notify such members of their suspension. Any member who has been suspended for non-payment of dues may be restored to membership by the Board upon the payment in full by him of all his indebtedness due at the time of his suspension.

ARTICLE 10

Question of Public Policy

Section 1.

Questions of public policy are those which the Board of Directors or the President, subject to review by the Board of Directors by two-thirds vote, shall declare to be of national, state or civic importance. Questions of public policy shall be determined by not less than a two-thirds vote of the Directors present; or the Directors may, and when requested in writing by fifty members in good standing of the Chamber, shall submit the question to a special meeting of the general membership of the Chamber of Commerce. At such meeting action upon the question shall be determined by a vote of not less than two-thirds of the members present.

Section 2.

Neither the Board of Directors nor the general membership shall take action upon a question of public policy at the same meeting where it is first presented, unless the call for the meeting shall give notice of the presentation of such question.

Section 3.

Since questions of a highly controversial nature tend to create dissension and thus to impair the usefulness of the Chamber of Commerce as a service and development organization, it is declared to be in the interests of the Chamber to avoid such questions as far as is possible, consistent with the aims and obligations of the Chamber of Commerce. All questions which may be declared under these By-Laws to be "questions of public policy" shall, before a position, if any, is adopted, be subject to careful scrutiny by the Board of Directors or appropriate committee from the standpoint of the following considerations, among others:

1. Does the question bear directly upon business to the extent that it belongs within the function of the Chamber of Commerce as a business organization?
2. Is the question controversial to the extent that there appears to be sharp and irreconcilable difference of opinion among the membership?
3. Does the question lend itself to mail referendum vote?
4. Is the question such that the Chamber will render a useful service and fulfill its obligation by assembling and publishing the facts and the arguments for and against, without taking a definite position.

ARTICLE 11

Amendments

Section 1.

Constitution may be amended by a two-thirds vote of the members of the Board of Directors present at any meeting of the Board of Directors provided that notices and copies of such proposed amendments shall be furnished to the Corporation Secretary and that the Corporation Secretary shall cause notices of such meeting to be printed and sent to each member of the Board of Directors along with printed copies of the proposed amendment, at least ten (10) days prior to the date of the meeting.

ARTICLE 12

ORDER OF BUSINESS

Section 1.

The business of the Board shall be conducted in the following order:

1. Reading of minutes of last regular meeting
and of special meeting held subsequent thereto.
2. Correspondence.
3. Reports of Special Committees
4. Reports of Standing Committees
5. Unfinished Business
6. New Business

Section 2.

Robert's Rules of Order shall be the procedure in conducting meetings of the Chamber Board of Directors and committees except when provision is otherwise made in the constitution.

Adopted at a Special Meeting of the Board of Directors of the Astoria Chamber of Commerce, called for this purpose, Nov. 21st, 1938.

(SIGNED) P. G. COSOVICH

President

(SIGNED) S. J. HALSAN

Corporation Secretary

(SIGNED) TOM CUNNING

Managing Secretary

CONSTITUTION AND BY LAWS
OF THE
ASTORIA CHAMBER OF COMMERCE

ADOPTED
NOVEMBER 21, 1938